

NOTICE OF 47<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 47<sup>th</sup> Annual General Meeting ("AGM") of Far East Holdings Berhad ("FEHB" or "Company") will be held at The Zenith Hotel, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur on Wednesday, 9 June 2021 at 10.00 a.m. to transact the following businesses:-

## AGENDA

## AS ORDINARY BUSINESS

- To receive the Audited Reports and Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and the Auditors thereon. *Refer to Explanatory Note 1*
- To approve the payment of a final single tier dividend of five (5) sen per share in respect of the financial year ended 31 December 2020 as recommended by the Directors. *(Ordinary Resolution 1)*
- To re-elect the following Directors who retire pursuant to Clause 77 of the Constitution of the Company and who being eligible, offer themselves for re-election:
  - Dato' Sri Kamaruddin bin Mohammed *(Ordinary Resolution 2)*
  - Datuk Mohd Afrizan bin Husain *(Ordinary Resolution 3)**Refer to Explanatory Note 2*
- To re-elect the following Directors who retire pursuant to Clause 76 of the Constitution of the Company and who being eligible, offer themselves for re-election:
  - Dato' Asmin binti Yahya *(Ordinary Resolution 4)*
  - Miss Ng Yee Kim *(Ordinary Resolution 5)**Refer to Explanatory Note 2*
- To approve the payment of fees to the Directors up to an amount of RM687,814 from the 47<sup>th</sup> AGM until the next AGM of the Company. *(Ordinary Resolution 6)*  
*Refer to Explanatory Note 3*
- To approve the payment of benefits to the Directors up to an amount of RM1,246,450 from the 47<sup>th</sup> AGM until the next AGM of the Company. *(Ordinary Resolution 7)*  
*Refer to Explanatory Note 4*
- To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to determine their remuneration. *(Ordinary Resolution 8)*  
*Refer to Explanatory Note 5*

## AS SPECIAL BUSINESS

- To consider and, if thought fit, pass the following Ordinary Resolution: **Proposed Renewal of Shareholders' Mandate For Existing Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties**

"THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and subject to the Companies Act 2016 ("Act"), the Constitution of the Company, other applicable laws, guidelines, rules and regulations, and the approvals of the relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature with the related parties involving interest of Directors, major shareholders or person connected, as set out in Section 2.2 of Part A of the Circular to Shareholders dated 30 April 2021, which are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiary companies on normal commercial terms which are not more favourable to the related parties than those generally available to the public, undertaken on arm's length basis, and are not detrimental to the minority shareholders of the Company ("Mandate");

THAT the Mandate shall continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM at which such Mandate is passed, at which time it will lapse, unless renewed by a resolution passed at that AGM, the authority is again renewed; or
  - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act, (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
  - the Mandate is revoked or varied by ordinary resolution passed by the shareholder in an AGM or EGM;
- whichever is the earlier;
- AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate." *(Ordinary Resolution 9)*  
*Refer to Explanatory Note 6*

- To consider and, if thought fit, pass the following Special Resolution, with or without modification: **Proposed Amendment of Constitution "THAT the proposed amendment to the following Clause of the Company's Constitution, be and is hereby approved:-"**

Existing Constitution (Clause 111)	Proposed Amendment (Clause 111)
A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 112 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the board.	A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 110 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the board.

That the Directors of the Company be and are hereby authorised to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities and to do all act and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendment to the Constitution for and on behalf of the Company, AND THAT the Secretary be authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as amended herewith with the Companies Commission of Malaysia on behalf of the Company in accordance with the provisions of the Companies Act 2016". *(Special Resolution 1)*  
*Refer to Explanatory Note 7*

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

## Notice of Dividend Entitlement and Payment

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of five (5) sen per share for the financial year ended 31 December 2020 if approved by the shareholders at the Annual General Meeting will be paid on 30 June 2021 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 17 June 2021.

- Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 15 June 2021 (in respect of share which are exempted from mandatory deposit); and
- Shares transferred into Depositor's Securities Account before 4.00 p.m. on 17 June 2021 (in respect of ordinary shares).

## By Order of the Board

Noor Anisah binti Sabarudin  
Company Secretary (LS 0008153)  
(SSM PC No. 201908003026)  
Kuantan, Pahang Darul Makmur, Malaysia

30 April 2021

## Notes On Proxy

- Depositors who appear in the Record of Depositors as at 3 June 2021 (which is not less than three (3) market days before the date of this meeting) shall be regarded as member of the Company entitled to attend at the 47<sup>th</sup> AGM or appoint a proxy or proxies to attend and vote on his behalf.
- To be valid, the duly completed form of proxy must be deposited at the registered office of the Company, Level 23, Menara Zenith, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur, not less than 24 hours before the time for holding the meeting.
- A member who is an authorised nominee may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- A member other than an authorised nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- If the member is a corporation, the form of proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiples beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this notice shall be put to vote by poll.
- Voting right of shareholders. Every member of the Company present in person or by proxy shall have one vote on a show of hand and in the case of a poll shall have one vote for every share of which he/she is the holder.

## Explanatory Notes

- Audited Reports and Financial Statements for the Financial Year Ended 31 December 2020**  
The Audited Reports and Financial Statements are laid in accordance with Section 340(1)(a) of the Act for discussion only. The Audited Reports and Financial Statements do not require shareholders' approval and as such, will not be put forward for voting to be formally approved by the shareholders.
- Ordinary Resolutions 2, 3, 4 & 5 - Election and re-election of Directors Pursuant to Clause 77 and Clause 76 of the Constitution of the Company**
  - Clause 77 of the Constitution of the Company expressly states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office at each AGM. A Director retiring at a meeting shall retain office until the conclusion of the meeting. In addition, Clause 77 of the Constitution of the Company states that all Directors shall retire from office at least once every three (3) years. A retiring Director shall be eligible for re-election.  
Dato' Sri Kamaruddin bin Mohammed and Datuk Mohd Afrizan bin Husain being eligible, have offered themselves for re-election at the 47<sup>th</sup> AGM pursuant to Clause 77 of the Constitution of the Company.
  - Clause 76 of the Constitution of the Company expressly states that a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall be eligible for election.  
Dato' Asmin binti Yahya and Miss Ng Yee Kim were appointed after the last AGM and being eligible, have offered themselves for election at the 47<sup>th</sup> AGM pursuant to Clause 76 of the Constitution of the Company. The Directors have completed their Mandatory Accreditation Programme pursuant to the provision of the Listing Requirements.
- Ordinary Resolution 6 - Payment of Fees to the Directors up to an amount of RM687,814 from the 47<sup>th</sup> AGM until the next AGM of the Company**  
Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of the Company will have to be approved by shareholders at a general meeting. The Company is requesting for the shareholders' approval for the payment of Directors fees up to an amount of RM687,814 from the 47<sup>th</sup> AGM until the next AGM of the Company in accordance with the remuneration structure as set out below:

	RM
Executive Directors	220,000
Non-Executive Directors/Members	467,814
The payment of the Directors' fees in respect of the financial year ended 31 December 2020 will only be made if the proposed Ordinary Resolution 6 has been passed at the 47 <sup>th</sup> Annual General Meeting.	

- Ordinary Resolution 7 - Payment of Directors' Benefit (Excluding Directors' Fees)**  
The Company is seeking the shareholders' approval for the following payment of benefit to its Directors pursuant to Section 230(1) of the Companies Act, 2016 for the period from the 47<sup>th</sup> Annual General Meeting to 48<sup>th</sup> AGM to be held in 2022.

Type of Benefit/Allowance	RM
Meeting allowance (Board and Committees)	430,750
<b>Other benefits</b>	
• Business travel, medical, insurance coverage and other claimable and reimbursement for the purpose of enabling the Directors to perform their duties.	815,700
<b>Total</b>	<b>1,246,450</b>

- Ordinary Resolution 8 - Re-appointment of Auditors**

The Audit Committee ("AC") at its meeting held on 23 February 2021 undertook the annual assessment of the suitability and effectiveness of the external audit process, and the performance, suitability and independence of the external auditors, Messrs Moore Stephens Associates PLT ("Moore Stephens"). The following factors were taken into consideration:

- Dissemination of information about policies and processes for maintaining independence, objectivity and the monitoring of Moore Stephens compliance with professional ethical standards;
  - Communication of audit strategy and current developments in relation to accounting and auditing standards relevant to the Group's financial statements and the potential impact on the audit; and
  - Reasonableness of the audit fees charged.
- The AC was satisfied with the suitability of Moore Stephens based on the quality of audit, performance, competency and sufficiency of resources that the external audit team had provided to the Far East Holdings Berhad as prescribed under Paragraph 15.21 of the Listing Requirements.

The Board at its meeting held on 23 February 2021 approved the AC's recommendation that the shareholders' approval be sought at the 47<sup>th</sup> AGM on the re-appointment of Moore Stephens as external auditors of the Company for the financial year ending 31 December 2021, under Ordinary Resolution 8. The present external auditors, Moore Stephens, have indicated their willingness to continue their services for the next financial year.

- Ordinary Resolution 9 - Proposed Shareholders' Mandate**  
The proposed Ordinary Resolution 9, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on normal commercial terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. Detailed information on the Proposed Shareholders' Mandate is set out in Section 2.2, Part A of the Circular to Shareholders dated 30 April 2021.

## Special Resolution 1

The proposed Special Resolution 1, if passed, will enable the Company to amend the Clause 111 of the Constitution. Proposed amendment to the Constitution is set out in Part B of the Circular to Shareholders dated 30 April 2021.